

APPROVED

by the Annual General Shareholders Meeting
of PJSC Inter RAO dated _____ "___",
2017

(Minutes dated _____ "___", 2017 No. __)

REGULATION
ON THE BOARD OF DIRECTORS
of Public Joint-Stock Company
Inter RAO UES

Moscow
2017

Оглавление

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1. GENERAL PROVISIONS

1.1. This Regulation is elaborated in accordance with the Civil Code of the Russian Federation, the Federal Law "On Joint-Stock Companies", other normative legal acts of the Russian Federation and the Articles of Association of Public Joint-Stock Company Inter RAO UES (hereinafter referred to as the "Company", PJSC Inter RAO).

1.2. This Regulation is a by-law of the Company that determines the procedure of formation, convocation and holding of meetings of the Board of Directors of the Company.

1.3. The Board of Directors is a management body of the Company that performs strategic management of the Company, determines basic principles and approaches to arrangement of the risk management and internal control system in the Company, controls the activity of executive bodies of the Company, controls execution of decisions of the General Shareholders Meeting of the Company, in accordance with the requirements of the legislation of the Russian Federation, and performs other key functions.

1.4. The main purposes and tasks of the activity of the Board of Directors are:

- determining the strategy of the Company's development aimed at increase of its market capitalization and investment attractiveness, achieving maximum profits and increasing assets of the Company;

- ensuring exercise and protection of rights and legitimate interests of the Company's shareholders and rendering assistance to resolution of corporate conflicts;

- ensuring completeness, reliability and impartiality of disclosure of information on the Company for shareholders and other stakeholders;

- creating efficient internal control mechanisms;

- control to ensure that executive bodies of the Company act in conformity with the approved strategy of development and main areas of activity of the Company;

- analyzing, on a regular basis, the conformity of the system of corporate governance and corporate values in the Company with purposes and tasks set before the Company, and the scope of its activity and assumed risks;

- regular assessment of the activity of executive bodies of the Company and the work of management.

To implement the stated purposes and tasks, the Board of Directors shall be guided by the following principles:

- taking decisions on the basis of reliable information on the Company's activity;

- exclusion of limitation of the shareholders' rights to participate in the management of the company, receive dividends and information on the Company;

- achieving balance of interests of different groups of shareholders and taking decisions which are impartial, to the maximum practicable extent, by the Board of Directors for the benefit of all shareholders of the Company.

1.5. In its activity, the Board of Directors is guided by the Federal Law "On Joint-Stock Companies", other normative legal acts of the Russian Federation, the Articles of Association of the Company and this Regulation.

2. MEMBERSHIP OF THE BOARD OF DIRECTORS

2.1. The Board of Directors shall be formed in such a way as to ensure balance of professionalism, knowledge and experience for proper fulfillment by the members of the Board of Directors of their duties for the benefit of the Company, subject to the strategy of the Company's development.

To achieve balance of interests, the membership of the Board of Directors may comprise members of the Board of Directors that are recognized to be:

- Executive directors;

- Non-executive directors;
- Independent directors.

2.2. A member of the Board of Directors is recognized to be an Executive Director, if he/she is an employee of the Company. The number of executive directors shall not make more than one fourth in the Board of Directors.

2.3. For the purposes of recognizing a member of the Board of Directors to be an independent director, the Company is guided by the provisions of the Code of Corporate Governance recommended for application by the Central Bank of the Russian Federation (Bank of Russia).

2.4. A member of the Board of Directors is recognized to be a Non-Executive Director, if he/she has not been recognized to be an Independent Director or an Executive Director.

2.5. For the purposes of application to the Company of rules of the Russian or foreign law and standards accepted in the practice of trade organizers that set criteria for independence of the members of the Board of Directors, different from those set by the Code of Corporate Governance recommended for application by the Bank of Russia, the status and the number of Independent Directors of the Board of Directors for the respective purposes are determined pursuant to such criteria.

2.6. In particular cases of extraordinary nature, the Board of Directors, when making an assessment, can deem a candidate (member of the Board of Directors) to be independent, irrespective of existence of any formal criteria of his/her association with the Company, the state (Russian Federation, a constituent entity of the Russian Federation) and/or municipal entity, major shareholder of the Company, major contracting agent or competitor of the Company, if such association will not have impact on the ability of the respective person to make independent, objective and good faith judgments.

The Board of Directors can deem a candidate (elected member of the Board of Directors) to be independent, provided that:

1) the related person of a candidate (a member of the Board of Directors) is an employee (except for the employee empowered with management powers) of an organization controlled by the Company or of a legal entity from the group of organizations that includes the Company's substantial shareholder (except the Company itself), or of a substantial contracting agent or competitor of the Company, or of a legal entity that controls a substantial contracting agent or a competitor of the Company, or of the organizations controlled by the Company;

2) the nature of relations between a candidate (a member of the Board of directors) and his/her related person is such that they can not have an impact on decisions being taken by a candidate;

3) a candidate (a member of the Board of Directors) has a generally recognized, including by investors, reputation evidencing his/her ability to form an independent position of his/her own;

4) in other cases, by the decision of the Board of Directors.

2.7. The Board of Directors shall reasonably substantiate the recognition as independent of a member of the Board of Directors (candidate to the Board of Directors). In case of re-election of the Board of Directors, the procedure of recognition of a member of the Board of Directors not satisfying the independence criteria shall be repeated.

2.8. An independent director shall refrain from actions as a result of which he/she may cease to be independent. If after election of an independent director to the Board of Directors such circumstances arise as a result of which he/she ceases to be independent, such member of the Board of Directors shall inform the Board of Directors of such circumstances. The Board of Directors shall ensure disclosure of information on the loss by a member of the Board of Directors of the status of an independent director.

2.9. In case of loss of the independence status by a member of the Board of Directors, such member of the Board of Directors is recommended to take all practicable steps to restore the independence status.

2.10. The members of the Board of Directors shall have impeccable reputation.

Commission by a person of a crime in the area of the economic activity or against the state power, interests of state service and service in local self-governing authorities and an administrative offense, primarily in the area of the entrepreneurial activity, finance, taxes and dues, securities market, is a factor having a negative impact on his/her reputation. The stated factors shall be disclosed by a candidate to the membership of the Board of Directors or by a member of the Board of Directors, if such fact occurred during performance of the duties of a member of the Board of Directors of the Company.

2.11. The members of the Board of Directors shall act in the interests of the Company and not have a conflict of interest with the Company. In particular, it is not recommended to nominate to the Board of Directors a person who is participant, General Director (Managing Director), member of the management body or employee of a legal entity competing with the Company.

2.12. The members of the Board of Directors shall comply with the requirements of the Company's by-laws, including the Code of Corporate Ethics of the Company, inclusive of the regulations on provision of information on income and obligations pursuant to the resolutions of the Nominations and Remuneration Committee.

2.13. Candidates to the Board of Directors shall satisfy any one of the following criteria:

- be recognized specialists in the area of electric power industry, finance, jurisprudence, strategic management, audit, risk management, HR, corporate governance, production modernization, innovations and investments;
- have work experience in boards of directors or senior executive positions of other joint-stock companies whose securities are listed at the organized trading floors (stock markets), including international companies.

2.14. For the efficient decision-taking, it is recommended to nominate to the Board of Directors candidates that would ensure diversification of its membership, including by gender.

2.15. A candidate to the Board of Directors of the Company shall have the consent of the respective governing body of the other entity, in which he/she holds positions in governing bodies, to his/her election to the Board of Directors of the Company (if such consent is stipulated by the legislation or by-laws of the other entity) and the consent of state authorities, if such consent is required by the legislation.

2.16. When nominating candidates to the Board of Directors of the Company, a nominating shareholder shall submit the Candidate's Questionnaire to the Board of Directors in a form pursuant to Annex No. 1 hereto and the written consent of a candidate to the Board of Directors to his/her nomination and election to the Board of Directors pursuant to Annex No. 2 hereto and send to the Head of the Corporate and Property Relations Unit Notice of Features of Potential Interest in Making Transactions by the Company in a form of Annex No. 6 hereto (unless other form of the Notice is established by the Bank of Russia).

2.17. In case of absence of the specified documents or non-conformity of a candidate with the criteria set by Clause 2.13 hereof, the Board of Directors will refuse to include the candidate being nominated in the list of candidates for the election of members of the Board of Directors.

2.18. After election of a member of the Board of Directors, the Company represented by the Chairman of the Management Board sends to a member of the Board of Directors notice of election containing his/her rights and obligations in a form established in Annex No. 3 hereto, and a member of the Board of Directors shall accept the terms of such notice by signing it.

2.19. All first-ever elected members of the Board of Directors of the Company will pass Induction Program within the period mutually agreed with them after election.

2.20. To ensure succession and continuity in work, the Board of Directors annually, upon the recommendation of the Nominations and Remuneration Committee, makes and reviews (based on the results of assessment of the activity of the Board of Directors) the Succession Plan for the Board of Directors that includes rotation of independent directors and ensures balance of qualifications and experience of the members of the Board of Directors and consistent renewal of its membership.

2.21. The Board of Directors, subject to recommendations of the Nominations and Remuneration Committee and information provided by a candidate, performs assessment of independence of candidates to the Board of Directors and provides opinion on independence of the candidate, as well as performs regular analysis of conformity of the independent members of the Board of Directors with independence criteria and ensures immediate disclosure of information on revelation of circumstances due to which a director ceases to be independent, as well as decides who of the members of the Board of Directors is an executive, non-executive or independent director.

3. CHAIRMAN OF THE BOARD OF DIRECTORS. SENIOR INDEPENDENT DIRECTOR

3.1. The work of the Board of Directors is arranged by the Chairman of the Board of Directors of the Company.

3.2. The Chairman of the Board of Directors ensures the efficient arrangement of the activity of the Board of Directors and its interaction with other bodies of the Company¹.

3.3. The Chairman of the Board of Directors shall be elected by and from among the members of the Board of Directors by a majority vote of the total number of the members of the Board of Directors.

A person which performs functions of the Chairman of the Management Board of the Company may not simultaneously be the Chairman of the Board of Directors of the Company.

3.4. The Board of Directors shall have the right at any time to re-elect the Chairman of the Board of Directors and his/her Deputy by a majority vote of the members of the Board of Directors of the Company attending the meeting.

3.5. Chairman of the Board of Directors:

- 1) arranges the work of the Board of Directors;
- 2) convenes meetings of the Board of Directors and presides at them;
- 3) determines the form of holding the meetings of the Board of Directors;
- 4) approves the agenda of the meetings of the Board of Directors;
- 5) elaborates the most efficient decisions on agenda items and, if necessary, ensures free discussion of such items, and positive atmosphere of meetings held;
- 6) determines the list of materials (information) on agenda items of the meetings to be provided to the members of the Board of Directors;
- 7) takes all necessary steps for the timely provision to the members of the Board of Directors of information required for taking decisions on agenda items and assumes initiative in wording draft decisions on items under consideration;
- 8) determines the list of persons to be invited to take part in the discussion of particular agenda items of the meetings of the Board of Directors;
- 9) signs minutes of the meetings of the Board of Directors, requests to conduct checks (revisions) of the financial and economic activity of the Company and other documents on behalf of the Board of Directors of the Company;
- 10) arranges the elaboration of the Work Plan of the Board of Directors and controls implementation of the Work Plan of the Board of Directors approved by the Board of Directors;
- 11) represents the Board of Directors when interacting with shareholders of the Company, authorities, non-government organizations, mass media;
- 12) maintains correspondence of the Board of Directors with shareholders, executive bodies and members of the work force of the Company, other organizations;
- 13) presides at General Shareholders Meetings of the Company, reads out the agenda,

¹ Recommendation 116 of the Code of Corporate Governance approved by the Bank of Russia (letter No. 06-52/2462 dated April 10, 2014).

informs of forthcoming speeches and reports and performs other functions of the Chairman of the General Shareholders Meeting of the Company stipulated by the Regulation on the General Shareholders Meeting of the Company;

14) arranges, on behalf of the Board of Directors, control over execution of decisions of the General Shareholders Meeting and the Board of Directors, officially puts execution of decisions of the Board of Directors on the control list and discontinues control of the executed decisions of the Board of Directors;

15) ensures that the requirements of the legislation of the Russian Federation, the Articles of Association of the Company, other by-laws of the Company and this Regulation be met in the course of meetings of the Board of Directors;

16) ensures efficient work of the committees of the Board of Directors, taking, in particular, the initiative in nomination of the members of the Board of Directors to the membership in committees based on their professional and personal features and taking into account recommendations of the members of the Board of Directors on formation of committees;

17) ensures that the requirements of the legislation of the Russian Federation, the Articles of Association of the Company and this Regulation be met in the course of meetings of the Board of Directors

18) performs other functions stipulated by the legislation of the Russian Federation, the Articles of Association of the Company and decisions of the Board of Directors of the Company.

3.6. In case of absence of the Chairman of the Board of Directors of the Company, the Deputy (Deputies) of the Chairman of the Board of Directors of the Company, his/her functions shall be performed by a person elected from among the members of the Board of Directors by a majority vote of the members of the Board of Directors of the Company.

A member of the Board of Directors who is simultaneously the Chairman of the Management Board of the Company or a member of the Management Board of the Company may not be elected Deputy Chairman of the Board of Directors.

3.7. If the membership of the Board of Directors comprises not less than three Independent Directors, the Board of Directors shall have the right to elect Senior Independent Director from among them.

3.8. Senior independent Director (in case of his/her election):

- serves as a counsel to the Chairman of the Board of Directors facilitating efficient arrangement of the work of the Board of Directors;
- ensures support to the Chairman of the Board of Directors for the achievement of the objectives of his/her activity;
- interacts with the Chairman of the Board of Directors, members of the Board of Directors of the Company, ensures efficiency of communication channels in the Board of directors and in relations with shareholders of the Company;
- coordinates interaction between independent directors, in particular convenes, if necessary, meetings of independent directors and presides over them;
- performs assessment of the activity of the Chairman of the Board of Directors;
- monitors relations between the Chairman of the Board of Directors and the Chairman of the Executive Board;
- in a conflict situation (e.g., in case of occurrence of substantial disagreements within the Board of Directors or in cases when the Chairman of the Board of Directors does not pay attention to issues that are requested to be considered by some members of the Board of Directors or by shareholders having the right to apply to the Board of Directors), the Senior Independent Director takes efforts to resolve the conflict through interaction with the Chairman of the Board of Directors, other members of the Board of Directors and shareholders of the Company to ensure efficient and stable work of the Board of Directors;
- chairs the Nominations and Remuneration Committee of the Board of Directors.

4. RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE BOARD OF DIRECTORS

4.1. The members of the Board of Directors, within the competence of the Board of Directors, shall have the right to:

- 1) receive information on the activity of the Company, including the trade secret of the Company, get acquainted with all constituent, statutory, accounting, reporting, contractual and other documents of the Company in accordance with the legislation of the Russian Federation and by-laws of the Company;
- 2) make written proposals on the formation of the action plan of the Board of Directors;
- 3) pursuant to the established procedure, bring items to the agenda of the meetings of the Board of Directors;
- 4) request convocation of a meeting of the Board of Directors of the Company;
- 5) exercise other rights stipulated by the legislation of the Russian Federation, the Articles of Association of the Company, other by-laws of the Company and this Regulation.

4.2. A member of the Board of Directors may request in written form documents and information necessary for taking decision on items pertaining to the competence of the Board of Directors, directly from the Chairman of the Management Board of the Company (other person that performs the functions of a sole executive body of the Company) or through the Secretary of the Board of Directors of the Company.

4.3. Documents and information of the Company shall be provided to a member of the Board of Directors not later than within five (5) business days from the receipt of the respective request.

4.4. The members of the Board of Directors may receive remuneration and/or compensation of expenses related to the performance by the members of the Board of Directors of their functions, pursuant to the procedure established by the Regulation on Payment of Remuneration and Compensations to the Members of the Board of Directors approved by the General Shareholders Meeting.

4.5. The members of the Board of Directors, when exercising their rights and performing their duties, shall act in the interests of the Company and its shareholders, take decisions in compliance with the environmental and social standards, exercise rights and perform duties with respect to the Company in good faith and reasonably.

4.6. The members of the Board of Directors shall bring to the notice of the Company, pursuant to the procedure established by a statutory enactment of the Bank of Russia:

4.6.1. in the form of a notice pursuant to Annex No. 6 hereto (hereinafter also referred to as the "Notice"), information on the occurrence of the circumstances specified in the Notice by virtue of which they may be deemed interested in making transactions by the Company².

4.6.2. in the form of notice pursuant to Annex No. 7 hereto, information on change in data contained in the Notice, in case of occurrence of such changes (hereinafter also referred to as the "Notice of Data Change")³.

4.7. The Company brings information contained in the received Notices and the Notices of Data Change to the attention of the Board of Directors of the Company, the Revision Commission of the Company and the Company's auditor, at its request.

4.8. The members of the Board of Directors shall be liable to the Company for the damage

² Clause 1 of Article 82 of the Federal Law "On Joint-Stock Companies" No. 208-FZ dated December 26, 1995 (as amended on July 3, 2016). In case of approval of another form by the Bank of Russia, such notice shall be made in the form approved by the Bank of Russia.

³ Clause 2 of Article 82 of the Federal Law "On Joint-Stock Companies" No. 208-FZ dated December 26, 1995 (as amended on July 3, 2016). In case of approval of another form by the Bank of Russia, such notice of change in data shall be made in the form approved by the Bank of Russia.

incurred by the Company as a result of their wrongful acts (inaction), pursuant to the effective legislation.

4.9. The members of the Board of Directors who voted against the adoption of the resolution that entailed damages to the Company or who did not participate in the voting shall not be held liable for these damages.

4.10. The members of the Board of Directors shall provide, in written form, to the Company, in the name of the Chairman of the Management Board, on a quarterly basis, not later than within fifteen (15) days from the beginning of the quarter, and every time upon changes - not later than within five (5) days after such changes, information pursuant to Annex No. 1 hereto.

4.11. Rights and obligations of the members of the Board of Directors are determined by the legislation, the Articles of Association of the Company and this Regulation.

4.12. The Company, on the basis of assessment (self-assessment) of the activity of the Board of Directors, will arrange for the members of the Board of Directors training events in accordance with the Training and Development Program approved pursuant to the procedure established by the Company.

5. SECRETARY OF THE BOARD OF DIRECTORS

5.1. Technical (information, documentary, minutes-keeping, secretary) support of the current activity of the Board of Directors is performed by the Secretary of the Board of Directors of the Company (Secretariat of the Board of Directors) acting on the basis of the Articles of Association of the Company, other by-laws of the Company and in accordance with the instructions of the Chairman of the Board of Directors.

5.2. The Secretary of the Board of Directors shall be elected by the members of the Board of Directors by a majority vote of its members attending the meeting, upon the proposal of the Chairman of the Management Board.

The Board of Directors shall have the right to re-elect the Secretary of the Board of Directors of the Company at any time.

The Secretary of the Board of Directors is an employee of the Corporate and Property Relations Unit - a business unit exercising functions of the Corporate Secretary of the Company.

To ensure the efficient work of the Secretary of the Board of Directors, the Board of Directors may decide to establish a Secretariat of the Board of Directors that comprises regular employees of the Company.

5.3. The Secretary of the Board of Directors directly performs the following functions of the Corporate and Property Relations Unit (a business unit exercising functions of the Corporate Secretary) of the Company:

1) ensuring the sending of notices of election to the elected members of the Board of Directors;

2) rendering every assistance to the members of the Board of Directors to fulfill their functions, including arranging meetings of the members of the Board of Directors with the Company's management, providing the members of the Board of Directors with the information and documents requested by them;

3) exercising control over the receipt from the members of the Board of Directors of information stipulated by the laws of the Russian Federation and the Regulation on the Board of Directors and other by-laws of the Company; if necessary, sending corresponding requests to members of the Board of Directors;

4) participating in the preparation of the draft Action Plan of the Board of Directors, control over its execution;

5) informing the members of the Board of Directors and invitees of forthcoming meetings of the Board of Directors of the Company;

6) control over the preparation and the sending to the members of the Board of Directors of materials with respect to agenda items of a meeting of the Board of Directors;

7) advising the members of the Board of Directors on the corporate law and management issues, providing information on the Company's activities to the members of the Board of Directors;

8) keeping records and notifying the members of the Board of Directors participating at a meeting of information on written viewpoints (opinions) on the issues under consideration which were submitted by the absent members of the Board of Directors;

9) arranging translations of materials submitted to the members of the Board of Directors as well as interpreting at a meeting of the Board of Directors (if necessary);

10) attending meetings of the Board of Directors, maintenance of minutes of a meeting of the Board of Directors, arranging translation of minutes into English (if necessary);

11) during absentee voting of the members of the Board of Directors, ensuring preparation of voting questionnaires, their sending and receipt, as well as counting votes in respect of agenda items;

12) arranging retention of minutes of meetings (results of absentee voting of the members) of the Board of Directors, in the specified cases - submitting copies of minutes, extracts from minutes of the Board of Directors and certifying their authenticity;

13) based on the instructions of the members of the Board of Directors, receipt at business units of the Company and provision to the members of the Board of Directors of all necessary documents and information on the Company's activity;

14) control over timely payments of remuneration and compensations to the members of the Board of Directors;

15) ensuring the decision making procedure on approval of major transactions and interested-party transactions.

16) coordinating the work of the Board of Directors' Committees, including:

17) notifying the secretaries of the Board of Directors' Committees of convening of a meeting of the Board of Directors of the Company;

18) coordinating agendas of meetings of the Committees, draft resolutions and explanatory notes to materials of meetings of the Board of Directors' Committees, as well as draft minutes of meetings of the Committees and excerpts from them;

19) ensuring timely sending of excerpts from minutes of meetings of the Board of Directors' Committees to the members of the Board of Directors before meetings of the Board of Directors, containing relevant issues;

20) explaining the practical application of the corporate legislation, the Articles of Association and by-laws of the Company to the secretaries of the Board of Directors' Committees and ensuring legality of their activity;

21) arranging execution of the decisions on evaluation of performance of the Board of Directors;

22) facilitating introductory meetings with the members of the Board of Directors elected for the first time;

23) ensuring preparation of materials on issues of independence of the members of the Board of Directors;

24) based on the instructions of the Head of the Corporate and Property Relations Unit, providing prompt information to the Board of Directors of the Company on all discovered violations of the legislation and provisions of the Company's bylaws compliance with which pertains to functions of the Corporate Secretary.

25) elaborating and submitting to the Chairman of the Board of Directors a draft agenda of a regular meeting of the Board of Directors as per the Work Plan of the Board of Directors and proposals received from the members of the Board of Directors, the Chairman of the Management Board of the Company, the members of the Management Board, the Revision Commission and the Company's Auditor.

26) ensuring preparation and distribution of documents (materials) necessary for arranging and holding a meeting of the Board of Directors (a notice of holding meetings, draft resolutions on

agenda items of a meeting, draft documents for preliminary review, etc.);

27) arranging interaction of the Board of Directors with executive bodies of management, committees of the Board of Directors and business units of the Company;

28) preparing requests and draft responses to letters on behalf of the Board of Directors of the Company under the direction of the Chairman of the Board of Directors;

29) elaborating and keeping a nomenclature of affairs of the Board of Directors;

30) performance of control over the progress of implementation of resolutions taken by the Board of Directors;

31) preparing requests on provision of information (materials) on agenda items of meetings of the Board of Directors to business units of the Company;

32) control over reliability of information being provided and correctness of execution of documents being submitted to consideration and approval by the Board of Directors;

33) based on the instructions of the Chairman of the Board of Directors (Deputy Chairman of the Board of Directors), preparing drafts of particular documents and resolutions of the Board of Directors;

34) arrangement of record-keeping of meetings of the Board of Directors, including with the consent of attendees, on magnetic media;

35) preparing responses to questions of the members of the Board of Directors with respect to materials sent to them for taking decisions on agenda items of a meeting of the Board of Directors, wherein responses to respective questions (additional information, explanations) are sent to all members of the Board of Directors.

36) performing other functions stipulated by this Regulation, instructions of the Head of the Corporate and Property Relations Unit, the Chairman and the members of the Board of Directors of the Company.

5.4. The Secretariat of the Board of Directors serves to ensure technical support to the efficient activity of the Board of Directors, renders comprehensive assistance to the activity of the committees, commissions and other working bodies of the Board of Directors;

5.5. The Secretary of the Board of Directors has the right to request and receive information necessary for the work of the Board of Directors, including at the request of the members of the Board of Directors of the Company, from business units of the executive branch of the Company.

5.6. The Head of the Corporate and Property Relations Unit and the Secretary of the Board of Directors have the right to receive Notices of Features of Potential Interest in Making Transactions by the Company and Notices of Data Change specified in Clause 4.6 of this Regulation sent by the members of the Board of Directors.

5.7. The Secretary of the Board of Directors of the Company shall be responsible:

- for the timely distribution of notices of meetings of the Board of Directors and materials for the meetings to the members of the Board of Directors;

- for the quality of execution and reliability of information contained in the minutes of meetings of the Board of Directors;

- for the timely sending of minutes to the members of the Board of Directors.

5.8. The Company's management bodies and officers must assist the Secretary of the Board of Directors in the performance of his functions.

5.9. The Board of Directors determines the remuneration to the Secretary of the Board of Directors for the performance of his/her duties.

5.10. Expenses for ensuring the activity of the Secretariat of the Board of Directors and remuneration of its employees shall be made at the expense of the Company's funds within the estimate approved by the resolution of the Board of Directors upon the recommendation of the Corporate and Property Relations Unit.

6. ARRANGEMENT OF THE WORK OF THE BOARD OF DIRECTORS

6.1. The work of the Board of Directors shall be arranged by its Chairman in accordance with the legislation of the Russian Federation, the Articles of Association of the Company, this Regulation, other by-laws of the Company and the Work Plan approved by the Board of Directors.

6.2. If necessary, the Chairman of the Board of Directors may take a decision to hold an extraordinary meeting of the Board of Directors or postpone the scheduled meeting of the Board of Directors.

6.3. Work Plan of the Board of Directors.

6.3.1. The Work Plan of the Board of Directors may be formed on the following basic areas:

- strategic development of the Company;
- mid-term and current planning of the Company's operations;
- arranging the activity of the Board of Directors;
- control over the implementation of decisions taken by the Board of Directors and the General Shareholders Meeting.

6.3.2. The Work Plan of the Board of Directors shall include:

1) issues to be considered at meetings of the Board of Directors in the current year (on a quarterly basis), including issues to be considered at meetings in presentia;

2) schedule of meetings of the Board of Directors;

3) list of persons (governing bodies of the Company) responsible for preparing issues for consideration at meetings of the Board of Directors (members of the Board of Directors, Chairman of the Management Board, other persons).

6.3.3. The Work Plan shall be formed on the basis of proposals made by the Chairman and the members of the Board of Directors, the Revision Commission of the Company, the Chairman and the members of the Management Board of the Company, the Company's Auditor in compliance with the requirements set by the first and second paragraphs of Clause 6.4. hereof.

The stated proposals shall be sent to the Chairman of the Board of Directors in written form, with simultaneous sending of a copy of proposals to the Secretary of the Board of Directors of the Company.

6.4. For thorough consideration by the members of the Board of Directors of most important issues of the Company's operation, the Board of Directors strives to hold meetings in presentia at least 4 times per year.

In particular, the following issues shall be considered at meetings in presentia (unless otherwise decided by the Chairman of the Board of Directors, in particular, if the issues under consideration are purely formal):

- defining the priorities of the Company's activities, including the consideration of the strategic development priorities of the Company and the Strategy Accomplishment Reports;
- convocation of the General Shareholders Meeting and other issues related to convocation of the General Shareholders Meeting;

- preliminary approval of the annual report of the Company;

- election of the Chairman of the Board of Directors;

- approval of transactions (including a series of related transactions), which entail or may entail the emergence of the Company's obligations in the amount equal to, or exceeding five (5) per cent of the balance-sheet value of the Company's assets according to its financial statements as of the last reporting date (unless otherwise decided by the Chairman of the Board of Directors);

- determining the position of the Company (representatives of the Company) on the following agenda item of the management bodies of the legal entities controlled by the Company that are of significant importance for the Company's activities (hereinafter the "Controlled Entities"), with the exception of the executive bodies of the Controlled Entities: approval of transactions (including a series of related transactions) that entail or may entail the emergence of liabilities of Controlled Entity in the amount equal to or exceeding the monetary equivalent of three billion (3,000,000,000) rubles (or equivalent amount in the currency of the country of incorporation of the Controlled Entity);

- consideration of substantial aspects of operation of legal entities controlled by the Company (unless otherwise is decided by the Chairman of the Board of Directors)⁴;
- examination of recommendations regarding voluntary or mandatory offer received by the Company in accordance with the Federal Law "On Joint-Stock Companies";
- addressing a request for listing of the Company's shares and/or issue-grade securities convertible into shares of the Company;
- increase of the authorized capital of the Company by way of placement in public offering of additional shares from the number of announced shares, as well as bonds convertible into shares and other issue-grade securities convertible into shares the total amount of which shall not exceed 25 % of all the placed shares of the Company;
- submitting the following issues to the General Shareholders Meeting:
 - Increase of the authorized capital of the Company by increasing the par value of the shares or by distribution of additional shares among the Company's shareholders at the expense of the Company's property;
 - Increase of the authorized capital by placing additional shares (issue-grade securities convertible into Company's shares) in private offering, as well as by placing ordinary shares of the Company (issue-grade securities convertible into Company's shares) that make more than 25 % of the previously placed ordinary shares of the Company in public offering;
 - Addressing a request for the delisting of the Company's shares and/or issue-grade securities convertible into shares;
 - Restructuring or liquidation of the Company;
- consideration of results of the annual self-assessment of the Board of Directors and results of independent assessment of efficiency of the Board of Directors;
- determining amounts of remuneration and compensation payable to the Chairman and the members of the Management Board of the Company (unless otherwise decided by the Chairman of the Board of Directors);
- approval of the Company's Dividend Policy;
- placement of additional shares of the Company converted from preferred shares of a certain type that are convertible into ordinary or preferred shares of other types, provided that such placement is not related to increase of authorized capital of the Company, as well as placement by the Company of bonds or other issue-grade securities, with the exception of shares;
- repurchasing the Company's issued shares, bonds and other securities in cases stipulated by the Articles of Association and the Federal Law "On Joint-Stock Companies";
- consideration of the reports of the Management Board on the activity of the Company, on the execution of the resolutions of the General Shareholders Meeting and the Board of Directors of the Company;
- approval of the business plan (the adjusted business plan), including the plan of investments, and its implementation report;
- approval of target values (adjusted values) of key performance indicators (KPI) of the Company and reference indicators (RI) for the Chairman of the Management Board of the Company and members of the Management Board of the Company and reports on their achievement;
- approval of the general policy on risk management and internal control, approval of critical risk charts and action plans for critical risk management and review, on an annual basis, of reports on risk management and internal control systems;
- approval of the program (adjusted program) for cost management of the Company and its progress reports;

⁴ Substantial aspects of operation of legal entities controlled by the Company shall mean transactions of legal entities controlled by the Company and other aspects of their operation that, in the Company's opinion, have a substantial impact on the financial condition, financial results of the operation and change of the financial condition of a group of organization that includes the Company and legal entities controlled by the Company.

- approval of by-laws of the Company;
- forming committees of the Board of Directors of the Company;
- on participation and termination of participation of the Company in other organizations.

6.5. To protect confidentiality of insider information, ensure a timely and uncomplicated access of the members of the Board of Directors to materials of meetings of the Board of Directors and to keep the document flow, special software applications, including those ensuring a remote participation of a member of the Board of Directors in a meeting and voting on agenda items with an electronic digital signature (EDS) may be used.

7. CONVOCAATION OF A MEETING OF THE BOARD OF DIRECTORS

7.1. If the first meeting of the new membership of the Board of Directors is not convened by the Chairman of the Board of Directors of the previous membership prior to the date of election of the new membership of the Board of Directors by the General Shareholders Meeting, the first meeting of the new membership of the Board of Directors will be convened by a member of the Board of Directors by sending a notice of the convocation of the meeting to the remaining members of the Board of Directors and to the Company, in the name of the Chairman of the Management Board of the Company, and is to be held within the shortest practicable time from the date of election of the Board of Directors.

The Chairman of the Management Board of the Company renders assistance to the Head of the Corporate and Property Relations Unit and provides all information necessary for the arrangement of the first meeting of the new membership of the Board of Directors.

At the first meeting of the Board of Directors, the following issues shall be considered:

- on election of the Chairman of the Board of Directors;
- on election of the Deputy Chairman of the Board of Directors;
- on election of the Secretary of the Board of Directors;
- on forming Committees of the Board of Directors;
- on determining the status of the members of the Board of Directors;
- on election of Senior Independent Director (subject to terms stipulated by Clause 3.7 hereof).

7.2. Subsequent meetings of the Board of Directors are convened by the Chairman of the Board of Directors (except the case stipulated by Clause 3.6 hereof) or the Deputy Chairman of the Board of Directors by agreement with the Chairman of the Board of Directors:

- in accordance with the approved Work Plan of the Board of Directors;
- by the own initiative of the Chairman of the Board of Directors of the Company;
- at the written request of a member of the Board of Directors, the Revision Commission of the Company, the Chairman or members of the Management Board of the Company, the Company's Auditor.

7.3. The request to convene a meeting of the Board of Directors shall include:

- 1) reference to the initiator of the meeting;
- 2) wordings of agenda items;
- 3) grounds for submission of agenda items to consideration;
- 4) information (materials) on agenda items;
- 5) draft resolutions on agenda items.

7.4. The request to convene a meeting of the Board of Directors shall be made in written form and signed by a person who requests the convocation.

The request of the Revision Commission of the Company to convene a meeting of the Board of Directors shall be signed by the Chairman of the Revision Commission.

The request to convene a meeting of the Board of Directors, with enclosure of all necessary materials (information), shall be sent to the Chairman of the Board of Directors, with simultaneous sending of a copy of proposals to the Secretary of the Board of Directors of the Company.

Proposals of the members of the Management Board of the Company shall be sent to the Chairman of the Board of Directors signed by the Chairman of the Management Board of the Company or without that signature, if the Chairman of the Management Board of the Company has not sent the respective letter to the Chairman of the Board of Directors within seven (7) business days.

7.5. The Chairman of the Board of Directors shall consider the received request to convene an extraordinary meeting of the Board of Directors of the Company and take decision on convocation of such meeting, on refusal to convene such meeting or on inclusion of items contained in the request in the agenda of the scheduled (as per the approved Work Plan of the Board of Directors) meeting of the Board of Directors not later than within five (5) business days from the receipt of the respective request. A meeting of the Board of Directors for consideration of an issue (issues) contained in the request shall be held not later than within 30 calendar days from the receipt of the respective request by the Chairman of the Board of Directors.

The substantiated decision of the Chairman of the Board of Directors on the refusal to convene an extraordinary meeting of the Board of Directors shall be sent to a person that requests to convene that meeting not later than within three (3) business days from the date of taking such decision.

Non-compliance with the requirements set by Clauses 7.3, 7.4 hereof may serve as a cause for refusal to satisfy the request to convene a meeting of the Board of Directors.

7.6. The notice of holding a meeting of the Board of Directors is prepared by the Secretary of the Board of Directors in a form pursuant to Annex No. 5 hereto and signed by the Chairman or the Deputy Chairman of the Board of Directors by agreement with the Chairman of the Board of Directors. The notice of holding a meeting of the Board of Directors is sent by the Secretary of the Board of Directors to each member of the Board of Directors in a written form not later than 15 (fifteen) days prior to the date of holding the meeting of the Board of Directors (the final date of acceptance of voting questionnaires), except for the cases stipulated by this Regulation.

7.7. Simultaneously with the notice on holding a meeting of the Board of Directors, materials (information) on agenda items of the meeting shall be sent to the members of the Board of Directors.

Materials (information) on agenda items of the meeting shall include:

- draft resolutions of the Board of Directors on agenda items of a meeting of the Board of Directors;
- explanatory note to draft resolutions of the Board of Directors on agenda items of a meeting of the Board of Directors;
- draft documents that are submitted for approval, mutual agreement or consent of the Board of Directors;
- minutes of meetings of governing bodies, decisions (recommendations) of the Committees of the Board of Directors and other specially established bodies and commissions of the Company related to preliminary consideration of issues (if any);
- materials confirming information contained in draft resolutions and explanatory notes;
- other information materials on agenda items of a meeting of the Board of Directors.

7.8. Materials (information) on agenda items may be submitted to the members of the Board of Directors in person, by fax, e-mail or special software applications (Clause 6.5 hereof).

7.9. In case of inclusion in the agenda of a meeting of the Board of Directors of issues that, pursuant to the Regulation on the Management Board of the Company and/or regulations on the Committees of the Board of Directors, should be preliminarily considered by the Management Board and/or the respective Committee of the Board of Directors, the notice of a meeting of the Board of Directors and materials related to the stated issues shall be submitted by the Secretary of the Board of Directors of the Company to the Management Board and/or the respective Committee pursuant to the procedure and within the periods stipulated by Clauses 7.6. and 7.8. hereof.

Decisions (recommendations) of the Management Board of the Company and/or a Committee of the Board of Directors shall be sent by the Secretary of the Board of Directors of the Company to the members of the Board of Directors, if received by the Board of Directors, not later

than three (3) calendar days prior to a date of the meeting of the Board of Directors. If decisions (recommendations) of the Management Board and/or the respective Committee have not been submitted (or have been submitted with a breach of the stated periods), the Board of Directors shall have the right to take a decision on the item without taking into account such decisions (recommendations).

7.10. The Chairman of the Board of Directors shall have the right, subject to agreement with the initiator of the submission to the consideration of the Board of Directors of the issue that, pursuant to the Regulation on the Committee of the Board of Directors, shall be preliminary considered by the respective Committee of the Board of Directors, to postpone consideration of the stated issue one single time, if the Committee has not provided the necessary decisions (recommendations) and the Chairman of the Committee has sent a letter with the substantiated request to postpone such consideration.

7.11. In cases stipulated by the legislation of the Russian Federation and Clause 6.2 hereof, by the decision of the Chairman of the Board of Directors (the Deputy Chairman of the Board of Directors), the period for sending to the members of the Board of Directors of notice on holding a meeting of the Board of Directors and submitting materials (information) may be reduced.

8. PROCEDURE FOR HOLDING MEETINGS OF THE BOARD OF DIRECTORS

8.1. A meeting of the Board of Directors shall be opened by the Chairman of the Board of Directors.

8.2. The meetings of the Board of Directors shall be attended by the members of the Board of Directors of the company and persons invited to the meeting for each of the issues under consideration, as per the list approved by the Chairman of the Board of Directors.

8.3. The Secretary of the Board of Directors of the Company shall determine whether there is quorum for holding a meeting of the board of Directors and informs the attendees of the quorum for holding the meeting.

8.4. The quorum for holding a meeting of the Board of Directors of the Company shall be at least half of the elected members of the Board of Directors of the Company. Participation in a meeting of the Board of Directors held by electronic (telephone) communication means shall be deemed equal to personal presence.

8.5. The Chairman of the Board of Directors reads out the agenda of the meeting of the Board of Directors.

8.6. If there is no quorum, the meeting shall be declared invalid. In such event, the Chairman of the Board of Directors shall make one of the following decisions:

- 1) through consultations with the members of the Board of Directors present, determines the time for the postponement of the meeting, but not more than by two hours;
- 2) determines the date of a new meeting to be held instead of the meeting that has not been held, with the previously set agenda;

The new meeting instead of a meeting that has not been held may be held not later than within 20 days after taking the respective decision on that issue by the Chairman of the Board of Directors;

- 3) includes agenda items of a meeting that has not been held in the agenda of the subsequent scheduled meeting of the Board of Directors.

8.7. A meeting of the Board of Directors consists of the following phases:

- 1) a speech of a member of the Board of Directors or an invitee, with a report on the agenda item;
- 2) discussion of agenda item;
- 3) proposals on a wording of a resolution on agenda item;
- 4) voting on agenda item;
- 5) vote counting and summing-up of voting results;

6) announcement of vote counting and resolution taken on agenda item;

8.8. Decisions at meetings of the Board of Directors of the Company shall be taken by a majority vote of the members of the Board of Directors present at a meeting, except cases stipulated by the legislation of the Russian Federation and the Articles of Association of the Company.

8.9. When make decisions at a meeting of the Board of Directors, each member of the Board of Directors shall have one vote.

In the event of a tie, the Chairman of the Board of Directors shall have the decisive vote.

Transfer of a vote by one member of the Board of Directors of the Company to another member of the Board of Directors of the company or other person is not permitted.

8.10. If not less than half of the members of the Board of Directors are present at a meeting (inclusive of the members of the Board of Directors that participate in a meeting by telephone or electronic communication), written opinions of the members of the Board of Directors of the Company absent at a meeting of the Board of Directors shall be taken in account for determination of results of voting on agenda items pursuant to the procedure established by this Regulation.

8.11. The signed written opinion shall be sent by a member of the Board of Directors, at least two (2) hours before the meeting is held, to the Secretary of the Committee in the original form or by fax or e-mail followed by the original written opinion being sent to the address of location of the Company.

8.12. The written opinion received by the Secretary of the Board of Directors upon expiry of the period specified in Clause 8.11 shall not be taken into account for vote counting and summing up of voting results.

8.13. Based on voting results at a meeting and written opinions received from the members of the Board of Directors, the Secretary of the Board of Directors shall sum up the results of voting on agenda items and make the minutes of the Board of Directors pursuant to the procedure established by this Regulation.

8.14. At meetings of the Board of Directors the Secretary of the Board of Directors may keep and retain, together with minutes, audio recordings of the meetings.

8.15. Written opinions of the members of the Board of Directors absent at meetings of the Board of Directors shall be enclosed to the minutes of meetings of the Board of Directors.

8.16. Special opinions of the members of the Board of Directors shall be enclosed to the minutes of the Board of Directors and make their integral part.

8.17. If an agenda item of the Board of Directors is subject to preliminary consideration by a committee of the Board of Directors, the recommendation of the respective committee will be enclosed to the minutes of the meeting of the Board of Directors.

8.18. If at a meeting of the Board of Directors in the form of joint attendance a resolution is taken that is contradictory to the recommendation of the respective committee of the Board of Directors, the Board of Directors shall substantiate the reasons for not taking into account the recommendations. The respective substantiation shall be included in the minutes of the meeting of the Board of Directors.

8.19. When considering issues related to the delisting of securities of the Company, the Board of Directors shall ensure full transparency of taking the respective decision, including notification of owners of the respective securities of grounds for decision-taking by the General Shareholders Meeting and of risks for owners of securities associated with delisting and ensures protection of their rights in connection with the delisting procedure.

9. PROCEDURE OF TAKING DECISIONS BY ABSENTEE VOTING

9.1. Decisions of the Board of Directors of the Company on agenda items of a meeting may be taken by absentee voting (by poll).

9.2. For decision-making by the Board of Directors by absentee voting (by poll), a notice of holding absentee voting on agenda items, draft resolutions and materials (information) on agenda

items shall be sent to each member of the Board of Directors, pursuant to the procedure and within the periods established by Clauses 7.6. - 7.11 hereof.

9.3. The notice of holding absentee voting shall include:

- full corporate name of the Company and its registered address;
- wordings of agenda items;
- reference to holding absentee voting by filling-in of voting questionnaire;
- final date and time of acceptance of voting questionnaires for absentee voting;
- list of information (materials) submitted to the members of the Board of Directors.

9.4. The members of the Board of Directors shall have the right to submit their proposals and/or comments on draft resolutions of the Board of Directors on issues put to absentee voting that are proposed in the draft voting questionnaire not later than five (5) calendar days prior to the final date of acceptance of voting questionnaires specified in the notice of holding absentee voting.

9.5. Taking into account the submitted proposals and/or comments on the proposed draft resolutions on agenda items of a meeting, the Secretary of the Board of Directors, by agreement with the Chairman of the Board of Directors, shall make a final version of the questionnaire for absentee voting (in accordance with Annex No. 3).

9.6. The final version of voting questionnaire for absentee voting shall be sent to the members of the Board of Directors not later than three (3) calendar days prior to the final date of acceptance of voting questionnaires specified in the notice of absentee voting.

Together with the voting questionnaire, decisions (recommendations) of the respective Committees (if received by the Secretary of the Board of Directors of the Company) shall be sent to the members of the Board of Directors.

9.7. When filling in the voting questionnaire for absentee voting, a member of the Board of Directors shall not cross out only one of the possible voting options ("for", "against", "abstained") for each draft resolution on each of the items. The completed questionnaire shall be signed by a member of the Board of Directors and include his/her last name and initials. In case of the use of software applications pursuant to Clause 6.5 hereof, the voting questionnaire may be signed by EDS.

9.8. A voting questionnaire completed with a breach of the requirements specified in this Article shall be deemed invalid (in case of a breach of the requirements to the filling-in of voting options, it shall be deemed invalid in terms of the respective item only), shall not participate in the determination of a quorum necessary for taking decisions by absentee voting and shall not be taken into account in vote calculation.

9.9. The filled-in and signed voting questionnaire shall be submitted by a member of the Board of Directors, within the period specified in the voting questionnaire, to the Secretary of the Board of Directors as an original or by fax or e-mail, with subsequent sending of the original voting questionnaire to the address specified in the voting questionnaire. In case of signing of a voting questionnaire by EDS, the original of the voting questionnaire will not be presented and the voting questionnaires signed by EDS shall be enclosed to the minutes.

The members of the Board of Directors whose voting questionnaires have been received by the Secretary of the Board of Directors as original copies or by fax or e-mail, as well as through the use of software applications not later than the final date of acceptance of voting questionnaires specified in the notice shall be deemed to have taken part in the absentee voting.

The voting questionnaire received by the Company after the expiry of the date specified in the voting questionnaire shall not be taken into account in vote counting and summing-up of absentee voting results.

9.10. The results of voting on agenda items of a meeting held in the form of absentee voting shall be summed up on the basis of voting questionnaires completed and signed by the members of the Board of Directors that have been received by the Company within the period established in the notice of absentee voting.

9.11. Based on the received voting questionnaires, the Secretary of the Board of Directors shall draw up minutes of the Board of Directors pursuant to the procedure established herein.

10. MINUTES OF A MEETING OF THE BOARD OF DIRECTORS

10.1. At a meeting of the Board of Directors, the Minutes shall be kept by the Secretary of the Board of Directors of the Company.

10.2. The minutes of a meeting of the Board of Directors of the Company shall be made not later than within three (3) days after its holding (summing-up of absentee voting results).

10.3. The minutes shall include:

- full corporate name of the Company;
- form of the meeting;
- venue and time of the meeting (summing-up of voting results);
- members of the Board of Directors having participated in the meeting (in the absentee voting) and invitees;
- information on a quorum at the meeting;
- agenda of the meeting;
- issues put to vote and voting results, with names of the persons who voted;
- resolutions adopted;

The minutes of a meeting of the Board of Directors of the Company shall be signed by the Chair of the meeting and the Secretary of the Board of Directors of the Company who are responsible for the correctness of the minutes.

10.4. Resolutions taken by the Board of Directors shall be brought to the notice of the members of the Board of Directors by sending a copy of the minutes of the meeting of the Board of Directors by the Secretary of the Board of Directors of the Company not later than within three (3) days) after the signing of the minutes of the meeting of the Board of Directors or by the use of special software applications.

10.5. The Company shall retain the minutes of the meetings of the Board of Directors at the place of location of the Company's executive body or at another place known and accessible to stakeholders.

10.6. The minutes of the meetings of the Board of Directors of the Company shall be available for familiarization to any shareholder of the Company, member of the Board of Directors, member of the Revision Commission, the Company's auditor, the Chairman of the Management Board of the Company, official representatives of federal supervisory authorities at the place of location of the Company's executive bodies or at another place as determined by the Board of Directors of the Company.

10.7. The Audit Committee of the Board of Directors of the Company shall make preliminary assessment of the possible acts and draft resolutions of the Company that may result in the emergence of a corporate conflict. A document containing assessment made by the Audit Committee shall be included in the materials of the meeting of the Board of Directors of the Company that considers the respective issue.

Annex No. 1
to the Regulation on the Board of
Directors of Public Joint Stock Company
Inter RAO UES

**QUESTIONNAIRE OF A CANDIDATE TO THE BOARD OF DIRECTORS/MEMBER
OF THE BOARD OF DIRECTORS
of PJSC "Inter RAO"**

General information on candidate/ member of the Board of Directors		
Full name		
Year of birth		
Citizenship		
Place of residence (country, city)		
Information on education (level, specialty, educational institution, year of graduation)		
Primary place of employment		
Position		
All positions held in the Company and other organizations (incl. governing bodies) for the latest 5 years and at the present time, in the chronological order (incl. concurrent positions)		
Period	Company name	Position held
Information on membership in committees of the Board of Directors (Supervisory Board) specifying the name of the committee (committees)		
Period	Company name	Position held (Committee member/ Committee Chairman)
Information on the shares in PJSC "Inter RAO" and subsidiaries of PJSC "Inter RAO"		
Share of participation in the authorized capital of PJSC "Inter RAO"		
Share in the authorized capital of the subsidiaries of PJSC "Inter RAO" (the number of shares is to be specified)		
Other information on candidate/member of the Board of Directors		
<i>Relation to the company</i>		
1.	Is or has been for the last three years member of the executive bodies or employee of the company, organization controlled by the company and/or managing organization of the company.	Yes ⁵ /No
2.	Is a member of the board of directors of a legal entity that controls the company or of an organization controlled by or managing organization of such legal entity.	Yes/No

⁵ Hereinafter, if the answer is "yes", explanations should be provided to the point.

3.	During any of the last three years, received remuneration and/or other material incentives from the Company and/or from its controlled organizations in the amount exceeding half of the annual base (fixed) remuneration paid to a member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of a member of the Board of Directors of the Company and/or of its controlled organization, including expenses on the insurance of their liability as members of the Board of Directors and income and other payments earned from securities of the Company and/or its controlled organization.	Yes/No
4.	Is the owner of shares or the beneficiary on the company's shares ⁶ which make more than one per cent of the authorized capital or of the total number of the company's voting shares or the market value of which exceeds by more than 20 times the annual fixed remuneration paid to a member of the board of directors of the company.	Yes/No
5.	Is the employee and/or member of the executive bodies of a legal entity, if their remuneration is determined (considered) by the Remuneration Committee of the Board of Directors of such legal entity, in case any member of the executive bodies and/or employees of the Company is a member of the Remuneration Committee of the said legal entity.	Yes/No
6.	Provides consulting services to the company or to the legal entities controlling or controlled by the company, or is a member of the management bodies of the organizations providing such services to the companies or to the said legal entities, or is an employee of such organizations directly involved in the provision of such services.	Yes/No
7.	During the last three years has been rendering or rendered to the Company or the legal entities controlled by the Company services in the area of appraisal activity, tax consulting, auditor's services or book-keeping services or during the last three years has been a member of the management bodies and/or executive bodies of the organizations that rendered such services to the said legal entities or of a rating agency of the Company or has been an employee of such organizations or rating agency directly involved in the provision of respective services to the Company.	Yes/No
8.	Held the office of a member of the Board of Directors of the Company for over seven years in total. For the calculation of the respective period, the period of the director's membership to the Board of Directors of legal entity that was thereafter reorganized shall be take into account, if now such director is elected to the Board of Directors of a legal entity-successor.	Yes/No
9.	Held the office of a member of the Board of Directors of the Company for over twelve years in total.	Yes/No
<i>Relation to the substantial shareholder of the company⁷</i>		

⁶ Beneficiary by virtue of the Company's shares shall be an individual who finally acquires, under the contract or otherwise, directly or indirectly (through third parties), the economic benefit from the shares of the Company.

⁷ A substantial shareholder of the company is a person entitled to use five and more per cent of the votes granted under the voting shares comprising the authorized capital of the company, either directly or indirectly (through its controlled persons), independently or together with other persons linked with such shareholder by trust agreement

10.	Is an employee and/or member of the executive bodies of a substantial shareholder of the company (legal entity from a group of organizations that includes the company's substantial shareholder).	Yes/No
11.	During any of the last three years, received remuneration and/or other material incentives from substantial shareholder of the Company (legal entity from a group of organizations that includes the Company's substantial shareholder) in the amount exceeding half of the annual base (fixed) remuneration paid to a member of the Board of Directors of the Company. It shall not include payments and/or compensations received as remuneration for and/or compensation of expenses on performing the duties of a member of the Board of Directors (a committee of the Board of Directors) of a substantial shareholder of the Company (a legal entity from the group of organizations that includes the Company's substantial shareholder), including expenses on the insurance of their liability as members of the Board of Directors and income and other payments earned by the said persons from securities of the substantial shareholder of the Company (a legal entity from the group of organizations that includes the company's substantial shareholder).	Yes/No
12.	Is a member of the board of directors in more than two legal entities controlled by the company's substantial shareholder or by a person controlling such substantial shareholder of the company.	Yes/No
<i>Relation to substantial counterparty⁸ or competitor of the Company</i>		
13.	Is an employee and/or member of the management body and/or executive bodies of the substantial counterparty or competitor of the Company and of the legal entities controlling the substantial counterparty or competitor of the Company or of the organizations controlled by the latter.	Yes/No
14.	Is the owner of shares (stakes) or the beneficiary on the shares (stakes) of the substantial contracting party or competitor of the company, which make more than five per cent of the authorized capital or of the total number of voting shares (stakes).	Yes/No
<i>Relation to the state or municipal entity</i>		
15.	Is or has been a state or municipal servant or a person substituting positions in the governmental authorities, or an employee of the Bank of Russia during one year preceding his election to the Board of Directors of the Company.	Yes/No
16.	Is a representative of the Russian Federation, its constituent or municipal entity in the Board of Directors of the Company, in respect of which decision was made on the use of a special right to take part in the governance ("golden share").	Yes/No
17.	Is obliged to vote on one or several issues falling within the	Yes/No

and/or simple partnership agreement, and/or commission agreement, and/or shareholder agreement, and/or other agreement, the subject matter of which covers the exercise of the rights certified by issuer's shares (stakes).

⁸ Substantial contracting party of the company is an entity that is a party to the contract (contracts) with the company, the liabilities under which amount to two or more per cent of the book value of the assets or two or more per cent of the revenue (income) of the company (inclusive of the group of the organizations controlled by the company) or of the company's substantial contracting party (group of organizations that includes the company's substantial contracting party).

	competence of the Board of Directors of the Company in accordance with the directive of the Russian Federation, its constituent or municipal entity.	
18.	During one year preceding the election to the Board of Directors of the Company, is or has been a member of the executive body or other employee with the managerial authority of the organization controlled by the Russian Federation, its constituent or municipal entity, an employee of state or municipal unitary enterprise or institution (except employees of state or municipal educational or research organization, which conduct teaching or research activity and are not the persons appointed (approved) to the position of a sole executive body or to another position in a state or municipal educational or research organization by the decision or with the consent of the government (local government) authorities), if the said person is nominated for the election to the Board of Directors of the Company wherein over 20 per cent of the authorized capital or voting shares of the Company is controlled by the Russian Federation, its constituent or municipal entity.	Yes/No
<i>Other information</i>		
19.	Information on the nomination of a candidate to the Board of Directors or for election (appointment) to a position in other legal entities.	Yes/No (if yes, it should be indicated in Annex No. 1)
20.	Information on the candidate's relations with the affiliates and major contracting parties of PJSC "Inter RAO" not mentioned in the information above.	Yes/No

_____ /full name/
 (signature)
 _____ "___", 20____

Annex No. 1 to the questionnaire of a candidate to the Board of Directors/
member of the Board of Directors of PJSC "Inter RAO"

**Data on nomination of a candidate to the Board of Directors/member of the Board of
Directors for election (appointment) to a position in other legal entities**

No.	Name of the legal entity (OGRN)	Job title

Appendix No. 2
to the Regulation on the Board of
Directors
of Public Joint-Stock Company
Inter RAO UES

In PJSC "Inter RAO"

WRITTEN CONSENT

I, _____ (passport
_____ series _____ No. _____, issued by
_____, date of issue _____) hereby confirm:

1. My consent for my nomination as a candidate to the Board of Directors of PJSC "Inter RAO".

2. My consent for my election to the Board of Directors of PJSC "Inter RAO".

3. My consent for the processing, including publication, of the following personal data in accordance with the requirements of Russian laws and internal documents of PJSC "Inter RAO":

last name, first name, patronymic, year of birth, citizenship, place of residence (city, country);

information on education;

information on the list of all positions held by me during the last 5 years and being held now, including concurrent positions;

information on the current positions (membership) held by me in the management bodies of legal entities;

information on my nomination to the board of directors or for election (appointment) to a position in other legal entities;

information on features specified in the Notice of Features of Possible Interest in Making Transactions by the Company;

information on relation to PJSC "Inter RAO", its substantial shareholders, competitors or contracting agents, state or municipal entity.

The consent for personal data processing will be in effect until the expiry of my powers as a member of the Board of Directors of PJSC "Inter RAO" and can be canceled in accordance with the requirements of the legislation of the Russian Federation.

_____/_____/

_____ "___", 20__

Annex No.3
to the Regulation on the Board of
Directors
of Public Joint-Stock Company
Inter RAO UES

BOARD OF DIRECTORS
of Public Joint-Stock Company
Inter RAO UES

QUESTIONNAIRE
for absentee voting on agenda items of a meeting
of the Board of Directors of PJSC "Inter RAO"

Item 1:

Resolution:

FOR

AGAINST

ABSTAINED

(Please strike through all but your answer)

Item 2:

Resolution:

FOR

AGAINST

ABSTAINED

(Please strike through all but your answer)

The completed and signed questionnaire is to be sent by fax _____ or in the original copy on or before _____

/date, time/

Any questionnaire received by the Company after the deadline above will not be included in the vote count and the sum-up of the results of the absentee ballot.

Please send the original of the questionnaire to: _____

**Member of the Board of Directors
of PJSC "Inter RAO"**

(signature)

/

(full name)

**THE QUESTIONNAIRE IS NOT VALID WITHOUT THE SIGNATURE OF A MEMBER OF
THE BOARD DIRECTORS**

Annex No. 4

to the Regulation on the Board of Directors
of Public Joint Stock Company "Inter RAO UES"

Dear _____,

I am glad to inform of your election to the Board of Directors of Public Joint-Stock Company "Inter RAO UES" (hereinafter referred to as the "Company", PJSC "Inter RAO") and notify you of your basic rights and obligations set by the legislation of the Russian Federation, the Articles of Association and by-laws of the Company.

1. Election

You were elected a member of the Board of Directors of the Company in accordance with the resolution of the General Shareholders Meeting of the Company dated _____ "___", 20____ (Minutes No. __ dated _____ "___", 20____) for the period till the next annual General Shareholders Meeting, unless your powers are terminated earlier by a resolution of an extraordinary General Shareholders Meeting.

This Notice contains substantial terms of your work as a member of the Board of Directors of PJSC "Inter RAO" as set in the Federal Law "On Joint-Stock Companies", the Articles of Association and by-laws of the Company.

2. Rights of member of the Board of Directors

In accordance with the legislation of the Russian Federation and by-laws of the Company, you have the right to:

- 2.1 Request convocation of a meeting of the Board of Directors of the Company.
- 2.2 Pursuant to the established procedure, put issues on the agendas of meetings of the Board of Directors and the work plan of the Board of Directors of the Company.
- 2.3 Request in written form documents and information necessary for taking decisions on items pertaining to the competence of the Board of Directors, directly from the Chairman of the Management Board of the Company (other person that performs the functions of a sole executive body of the Company) or through the Secretary of the Board of Directors of the Company.
- 2.4 Make written proposals on the formation of the work plan of the Board of Directors;
- 2.5 Initiate discussion of issues submitted to a meeting of the Board of Directors of the Company.
- 2.6 Review minutes of meetings of the Board of Directors and other governing bodies of the Company, and receive copies thereof.
- 2.7 Receive information on the activity of the Company, including trade secret and insider information of the Company, get acquainted with all constituent, statutory, accounting, reporting and other documents of the Company in accordance with the legislation of the Russian Federation and by-laws of the Company.

- 2.8 Receive remuneration and compensation related to the performance of his/her duties in accordance with normative legal acts of the Russian Federation, the Regulation on Payment of Remuneration and Compensations to the Members of the Board of Directors and/or resolutions of the General Shareholders Meeting of the Company.
- 2.9 Participate in the discussion of agenda items of a meeting of the Board of Directors, in particular act as a speaker, opponent on agenda items of a meeting of the Board of Directors.
- 2.10 Submit proposals and/or comments on draft resolutions of the Board of Directors on issues put to absentee voting that are proposed in the draft voting questionnaire not later than five (5) calendar days prior to the final date of acceptance of voting questionnaires specified in the notice of holding absentee voting.
- 2.11 Exercise other rights stipulated by normative legal acts of the Russian Federation, the Articles of Association and by-laws of the Company.

3. Obligations of member of the Board of Directors

You undertake to perform the duties of a member of the Board of Directors determined by the Federal Law of the Russian Federation "On Joint-Stock Companies" No. 208-FZ dated December 26, 1995 (hereinafter referred to as the "Law on Joint-Stock Companies"), other legal enactments of the Russian Federation, the Articles of Association of the Company, the Regulation on the Board of Directors and other by-laws of the Company, including:

Duties connected with the procedure of taking decisions by a member of the Board of Directors, arrangement and conduct of meetings of the Board of Directors:

- 3.1. To perform, in good faith, reasonably and efficiently, the assigned duties and powers pertaining to the competence of the Board of Directors of the Company in accordance with the legislation of the Russian Federation and by-laws of the Company.
- 3.2. To assess consequences of taken decisions in the long run.
- 3.3. To consider, when taking decisions, the necessity to facilitate business relations of the Company with suppliers, consumers and other persons, the impact of the Company's operation on the environment and the necessity to maintain the Company's reputation complying with the highest standards of doing business.
- 3.4. To properly prepare yourself for the meetings of the Board of Directors, including:
 - 3.4.1 To review the agenda of a meeting of the Board of Directors;
 - 3.4.2 To review, on a timely basis, the materials related to meetings, including draft resolutions and explanatory notes enclosed to the notice on holding a meeting of the Board of Directors, collect and analyze the necessary information, prepare findings, conclusions, recommendations, provided that such materials have been presented to the member of the Board of Directors within the period established by by-laws of the Company;
 - 3.4.3 In case of difficulties in forming a position on agenda items, request the Secretary of the Board of Directors to provide additional documents, information and data on the agenda item of a meeting before the date of its holding.
- 3.5. To participate personally at meetings of the Board of Directors of the Company, in such meetings are in presentia. To inform the Secretary of the Board of Directors in advance on the impossibility of your participation, with the explanation of reasons.

In case of an absence at a meeting of the Board of Directors, to present a written opinion.

- 3.6. Not to miss meetings in presentia of the Board of Directors without good excuse.
- 3.7. To take active participation at the voting at meetings of the Board of Directors on all agenda items, including discussion of agenda items and voting on those items, except cases when the member of the Board of Directors does not participate at the voting in accordance with the requirements of the legislation of the Russian Federation.
- 3.8. To provide, on a timely basis, voting questionnaires, when making decisions on agenda items of a meeting of the Board of Directors held in the form of absentee voting.
- 3.9. To participate in the work of committees of the Board of Directors in accordance with the by-laws of the Company regulating the activity of the stated governing bodies, if the member of the Board of Directors is elected to the membership of committee(s) of the Board of Directors.
- 3.10. To notify the Company and the Board of Directors of the Company of all breaches made by the governing bodies of the Company that are known to him so that necessary measures would be taken and request to eliminate them.
- 3.11. To personally perform the duties of a member of the Board of Directors defined by the Law on Joint-Stock Companies, other normative legal acts of the Russian Federation, the Articles of Association, the Regulation on the Board of Directors of the Company and this Agreement.

Duties to prevent conflict of interests:

- 3.12. To act in the interests of the Company, its shareholders and employees.
- 3.13. To perform professional duties guided by the priority of the Company's interests and not to allow the impact of personal interests and interests of his/her family, friends and other personal relations on the process and the result of decision-taking in the Company's operation.
- 3.14. In cases when decisions of the Board of Directors may have different consequences for different groups of shareholders, to treat all shareholders fairly.
- 3.15. Not to allow financial or other ties or dependences that may potentially cause a conflict of interests.
- 3.16. To immediately inform of any personal, commercial or other interest (direct or indirect) in transactions, agreements, projects related to the Company.
- 3.17. To refrain from labour or civil law relations with the competitors of the Company and from participation in a competing organization.
- 3.18. Not to use the property and the opportunities of the Company for personal benefit.
- 3.19. A member of the Board of Directors should bring to the notice of the Company, pursuant to the procedure established by a statutory enactment of the Bank of Russia:
 - 3.19.1. in the form of notice pursuant to Annex No. 6 to the Regulation on the Board of Directors of PJSC "Inter RAO" (hereinafter also referred to as the "Notice"), information on the occurrence of the circumstances specified in the Notice by virtue of which members of the Board of Directors may be deemed to be interested in making transactions by the Company;

- 3.19.2. in the form of notice pursuant to Annex No. 7 to the Regulation on the Board of Directors of PJSC "Inter RAO", information on change in data contained in the Notice, in case of occurrence of such changes (hereinafter also referred to as the "Notice of Data Change").
- 3.20. To refrain from participation in the decision-taking in case of a conflict of interests (to refrain from voting on the issues with respect to which the member of the Board of Directors has a conflict of interests).
- 3.21. To refrain from accepting gifts from parties interested in taking decisions and from the use of any direct or indirect benefits provided by such persons (except for symbolic signs of attention as per generally accepted rules of courtesy or souvenirs during official events).
- 3.22. For avoiding conflict of interest, to refrain from participation in voting on the issue of approval of terms of agreements with the members of the Management Board of the Company (for executive directors only).
- 3.23. To bring to the attention of the Board of Directors and the Chairman of the Management Board of the Company information on obligations that may have impact on the work in the position held and notify, in written form, the Board of Directors and the Chairman of the Management Board of the Company of any changes of such circumstances.
- 3.24. Prior to making transaction with securities of the Company, to receive a preliminary written consent of the Chairman of the Board of Directors for such transaction. In case of consent for making a transaction with the Company's securities, to conclude the transaction immediately, although, with observance of the maximum period of five (5) business days from the receipt of the consent in written form⁹.
- 3.25. In case of occurrence of circumstances preventing a member of the Board of Directors from the exercise of his/her powers, the member of the Board of Directors shall inform the Company and the Board of Directors of the Company, within ten (10) business days, of the intent to step down from the office of a member of the Board of Directors. Termination of the performance of duties of a member of the Board of Directors shall start from the moment decision is made by the General Shareholders Meeting on termination of powers of the members of the current membership of the Board of Directors.
- 3.26. Not to use the Company's property for personal purposes.

Confidentiality obligations:

- 3.27. To observe rules and procedures stipulated by by-laws of the Company and related to the regime of secure work with information with respect to which the requirement to observe its confidentiality is set.
- 3.28. Not to disclose, not to discuss the content, not to provide copies, not to publish and/or not to disclose in any other form to any third parties the information with respect to which the requirement to observe its confidentiality is set, without obtaining a prior written consent from the Company, unless otherwise provided for by the legislation.

Duties in the area of insider information circulation and market manipulation:

⁹ In accordance with the Code of Corporate Ethics of PJSC "Inter RAO", the members of the Board of Directors are recommended to refrain from making any transactions with securities of the Company within 30 calendar days preceding the publication of the interim or annual consolidated financial statements of the Company.

- 3.29. Not to use insider information to conduct transactions with financial instruments and/or goods of the Company to which the insider information relates on behalf of himself/herself or on behalf of another person, excluding cases expressly stipulated by the legislation of the Russian Federation.
- 3.30. Not to transfer insider information to third parties, except persons included in the List of the Company's Insiders and only in connection with the performance of their duties stipulated by the legislation or internal documents of the Company or in connection with the performance of their job duties.
- 3.31. Not to give recommendations to third parties on the basis of insider information, not to oblige or induce them in any other way to buy or sell financial instruments and/or goods of the Company or to conclude contracts being derivatives whose pricing depends on such securities and/or goods of the Company.
- 3.32. Not to take actions considered by the legislation of the Russian Federation to be market manipulation.
- 3.33. To send notices of transactions made with the Company's securities to:
 - the Bank of Russia pursuant to the procedure and within the time established by the legislation of the Russian Federation on insider information;
 - the Company within ten (10) business days since the date of making the respective transaction with the Company's securities. The format of that notice is set by by-laws of the Company.

Other duties:

- 3.34. To submit to the Company information stipulated by the Regulation on the Board of Directors of the Company, pursuant to the procedure and within the time established by the stated Regulation, including the updated questionnaire (on a quarterly basis).
- 3.35. To inform the Board of Directors of the Company of the intention to hold office in governing bodies of other organizations and immediately after election (appointment) to governing bodies of other organizations - of such election (appointment).
- 3.36. To strive to maintain a permanent dialogue with the Company's shareholders within the framework of the acting information policy in the Company.
- 3.37. To implement decisions of the General Shareholders Meeting of the Company and the Board of Directors on a timely and accurate basis.
- 3.38. To make best efforts to avoid provision of comments in the public space and beyond it that may be harmful to the Company's interests.
- 3.39. To fulfill other obligations stipulated by the legislation of the Russian Federation, by-laws of the Company and decisions of the General Shareholders Meeting.
- 3.40. When exercising his/her powers, act within the competence of the Board of Directors determined by normative legal acts of the Russian Federation, the Articles of Association of the Company, the Regulation on the Procedure of Convocation and Holding of Meetings of the Board of Directors of the Company, other by-laws of the Company and this Agreement.

4. Rights and obligations of the Company

4.1 Rights of the Company:

The Company has the right to request you to perform your duties in good faith.

4.2 Obligations of the Company:

- 4.2.1 To provide you with the conditions necessary for the proper performance of your duties stipulated by this Agreement.
- 4.2.2 To provide within three (3) business days, at your written request, information and documents on the Company's activity necessary for the performance of duties assigned to you, including materials necessary for taking decisions on agenda items of meetings of the Board of Directors.
- 4.2.3 To provide you with the necessary assistance in the performance of your duties in the Board of Directors of the Company stipulated by the legislation of the Russian Federation and by-laws of the Company.
- 4.2.4 To insure your liability as a member of the Board of Directors for losses caused to the Company as a result of wrongful acts (inaction), subject to observance of corporate procedures.
- 4.2.5 To ensure your acquaintance, in the capacity of a member of the Board of Directors elected for the first time, with the structure and business of the Company and its Group, including provision of materials related to key aspects of the Company's activity such as the corporate governance system, the development strategy, key risks, the description of the regulatory environment of the Company's operation, and provide induction meeting with executive officers and key employees of the Company, the Chairman of the Management Board and other directors outside meetings of the Board of Directors.

5. Remuneration and compensations

- 5.1 The Company undertakes, in accordance with normative legal acts of the Russian Federation, the Regulation on Payment of Remuneration and Compensations to the Members of the Board of Directors and/or resolutions of the General Shareholders Meeting of the Company, to pay you, on a timely basis and to the full extent, remuneration and compensations for the performance of duties of a member of the Board of Directors of the Company.

6. Confidentiality

- 6.1 You undertake not to disclose information with respect to which the requirement to keep it confidential is set, which became known to you in connection with the performance of your duties as a member of the Board of Directors of the Company to persons not having access to such information and not to use it for your own benefit or for the benefit of third parties.
- 6.2 You recognize the need to keep confidential information on the Company in conditions ensuring its safety and excluding unauthorized access to such information.
- 6.3 You assume the obligation not to disclose the provisions of this Regulation, except cases stipulated by the legislation of the Russian Federation.

7. Responsibility of the Parties

- 7.1 You will bear liability, pursuant to the procedure stipulated by the applicable legislation, to the Company or its shareholders for losses incurred as a result of your wrongful acts (inaction), unless other grounds for liability are established by federal laws.

- 7.2 You as a member of the Board of Directors shall not bear liability, if you have voted against the decision that caused losses to the Company or have not participated in the voting.
- 7.3 You will bear liability for the wrongful use of insider information and may be brought to administrative, criminal or civil liability in accordance with the legislation of the Russian Federation.
- 7.4 If you have performed unauthorized distribution, transactions or other unlawful use of insider information, you shall bear liability for your wrongful acts and inaction in accordance with the legislation of the Russian Federation.
- 7.5 The Company and/or individuals who, as a result of unlawful use of insider information, have incurred losses have the right to demand compensation of losses from individuals responsible for the unlawful use and/(or) disclosure of insider information.

8. Evaluation of performance efficiency of the Board of Directors

- 8.1 The Board of Directors will annually perform self-assessment as per the approved Methodology of Evaluation of Performance Efficiency of the Board of Directors, in the form of self-assessment.
- 8.2 Once every three years, the Company will involve an external consultant to conduct independent evaluation of the efficiency of the Board of Directors.

9. Induction Program

- 9.1 If you have been elected to the Board of Directors for the first time, within one month after your election you will be provided with the possibility to pass induction program for the new members of the Board of Directors of the Company.

10. Training and Development Program

- 10.1 The Company arranges for the members of the Board of Directors training events as per the Program of Training and Development for the members of the Board of Directors of the Company. Specific tools for raising the qualification of the members of the Board of Directors may include participation in special trainings, conferences, round tables, forums, reading of selected professional literature, etc.

11. Insurance of directors' liability

- 11.1 The Company shall annually insure the liability of the members of the Board of Directors and the executives and intends to maintain such insurance within the total period of your work as a member of the Board of Directors of the Company.

12. Change of personal data

- 12.1 In case of change of address and other personal data, you should inform the Secretary of the Board of Directors of such changes within reasonable period.

13. Applicable law

- 13.1 Your relations with the Company within the framework of the work as a member of the Board of Directors of the Company shall be governed and construed in accordance with the legislation of the Russian Federation.
- 13.2 Unilateral changes or additions to the provisions specified in this Notice shall not be permitted. Changes and additions hereto shall be made in written form and signed by both Parties.

After familiarization with the text of this Notice, please attach your signature in the column about familiarization and return one (1) copy of the signed Notice to the Secretary of the Board of Directors to the address: 27, Bolshaya Pirogovskaya St., Building 2, Moscow 119435

This Notice is not an offer and is sent to you to inform of the rights, the obligations and the liability of a member of the Board of Directors of PJSC "inter RAO" and the Company established by the legislation of the Russian Federation, the Articles of Association and by-laws of the Company.

Kind regards,
[full name]
Chairman of the Management Board
of PJSC "Inter RAO"

(signature)

[date of signature]

I have read and agree with the text of this Notice. I confirm that I have received one (1) copy of this Notice.

(signature)

[full name]
[date of signature]

Annex No. 5

to the Regulation on the Board of Directors of Public Joint-Stock Company Inter RAO UES

To the members of the Board of Directors of PJSC "Inter RAO"

_____ (city)

On holding a meeting of the Board of Directors

Dear members of the Board of Directors of PJSC "Inter RAO",

Hereby I notify you of holding a meeting of the Board of Directors of PJSC "inter RAO" by poll (in absentia)/ in the form of physical attendance. _____ " ____", 20__.

AGENDA:

1.	
2.	
3.	

[For a meeting in the form of physical attendance]:

The meeting of the Board of Directors of PJSC "Inter RAO" will be held at the address:

Meeting start time: _____.

[For a meeting in absentia]:

The voting will be carried out by filling in a voting questionnaire. The voting questionnaires will be provided 3 calendar days before the final date of their acceptance.

Please send the completed and signed Voting Questionnaire to the Secretariat of the Board of Directors before ____ (specify the time) __. __.20__ (specify the date) by fax (495) 664-88-41 with a mark "Attn. _____" or by e-mail: BoardSecretary@interrao.ru

The members of the Board of Directors shall send the original copies of the Voting Questionnaire not later than __. __.20__ (specify the date) to the address: 27 Bolshaya Pirogovskaya Street, Building _____, 2, Moscow 119435, Russian Federation.

Job title _____ [full name]
(signature)

Annex No. 6
to the Regulation on the Board of
Directors
of Public Joint-Stock Company
Inter RAO UES

In PJSC "Inter RAO"

**Notice
on features of potential interest
in making transactions by the Company**

_____ "___" 20__

(notice date)

1	Information on person sending the Notice (Applicant) ¹⁰		
	1.2	Individual	
		1.2.1	Surname, name, patronymic (the latter, if applicable)
		1.2.2	Place of residence
	1.3	Applicant's status <1>	
2	Information on legal entities with respect to which the Applicant, his/her spouse, parents, children, full-blood or half-blood brothers and sisters, adoptive parents and adopted children and/or organizations controlled by them are controlling persons or have the right to give binding instructions<2>		
	2.1	Information on a legal entity with respect to which control is exercised or there is a right to give binding instructions	
		2.1.1	Full corporate name (name) of the Company
		2.1.2	OGRN (other identification number, if such legal entity is a foreign legal entity)
		2.1.3	TIN (if applicable)
		2.1.4	Location
		2.1.5	Address
	2.2	Information on the person that is the controlling on or has the right to give binding instructions	
		2.2.1	The person is the Applicant

¹⁰ The Applicant shall mean a member of the Board of Directors, in case of sending Notice in accordance with Clause 4.6 of the Regulation on the Board of Directors of PJSC "Inter RAO", or a candidate to the Board of Directors of the Company, in case of sending Notice in accordance with Clause 2.16 of the mentioned Regulation.

		2.2.2	Other person	
		2.2.3	Status of other person (spouse, parents, children, full-blood or half-blood brothers and sisters, adoptive parents and adopted children, controlled organizations)	
		2.2.4	Other legal entity	
		2.2.4.1	Full corporate name (name) of the Company	
		2.2.4.2	OGRN (other identification number, if such legal entity is a foreign legal entity)	
		2.2.4.3	TIN (if applicable)	
		2.2.4.4	Location	
		2.2.4.5	Address	
		2.2.5	Other individual	
		2.2.5.1	Surname, name, patronymic (the latter, if applicable)	
		2.2.5.2	Place of residence	
	2.3	Information on grounds for control or the right to give binding instructions		
		2.3.1	Information on grounds of control	
		2.3.2	Information on grounds for the right to give binding instructions	
3	Information on legal entities in whose governing bodies the Applicant, his/her spouse, children, full-blood or half-blood brothers and sisters, adoptive parents and adopted children and/or persons controlled by them hold positions <3>			
	3.1	Information on legal entity in whose governing bodies a position is held		
		3.1.1	Full corporate name (name) of the Company	
		3.1.2	OGRN (other identification number, if such legal entity is a foreign legal entity)	
		3.1.3	TIN (if applicable)	
		3.1.4	Location	
		3.1.5	Address	
	3.2	Information on person holding a position in governing bodies		
		3.2.1	The person is the Applicant	

		3.2.2	Other person	
		3.2.3	Status of other person (spouse, parents, children, full-blood or half-blood brothers and sisters, adoptive parents and adopted children, controlled organizations)	
		3.2.4	Other legal entity	
		3.2.4.1	Full corporate name (name) of the Company	
		3.2.4.2	OGRN (other identification number, if such legal entity is a foreign legal entity)	
		3.2.4.3	TIN (if applicable)	
		3.2.4.4	Location	
		3.2.4.5	Address	
		3.2.5	Other individual	
		3.2.5.1	Surname, name, patronymic (the latter, if applicable)	
		3.2.5.2	Place of residence	
	3.3	Information on a position held in governing bodies		
		3.3.1	Name of governing body	
		3.3.2	Position held	
		3.3.3	Date of assuming the position	
4	Information on known transactions that are in progress or planned to be completed in which the Applicant may be recognized to be an interested party			
	4.1	Information on transaction in which the Applicant may be recognized to be an interested party		
		4.1.1	Type of a transaction (agreement) (if known)	
		4.1.2	Parties to transaction (if known)	
		4.1.3	Date (planned date) of signing (completing) transaction (if known)	
		4.1.4	Subject of transaction, amount (size) of transaction (if known)	
		4.1.5	Other identifying information on transaction that the Applicant deems necessary to communicate	
	4.2	Information on grounds for the person's interest in transaction		
		4.2.1	Grounds for the person's interest in transaction <4>	

_____/_____
(signature) (full name of signatory)

Annex No. 7

to the Regulation on the Board of
Directors
of Public Joint-Stock Company
Inter RAO UES

In PJSC "Inter RAO"

**Notice
of change of data containing features of potential
interest in making transactions by the Company**

_____ "___" 20__
(notice date)

1	Information on person sending Notice of Data Change (Applicant ¹¹)		
	1.2	Individual	
		1.2.1	Surname, name, patronymic (the latter, if applicable)
		1.2.2	Place of residence
2	Information on change of data contained in the Notice sent earlier		
	2.1	Clause of the Notice, in which information has changed	
	2.2	Previous wording of the clause of Notice	
	2.3	New wording of the clause of Notice	
	2.4	Grounds for change of data	

_____/_____
(signature) (full name of signatory)

¹¹ The Applicant shall mean a member of the Board of Directors, in case of sending Notice in accordance with Clause 4.6 of the Regulation on the Board of Directors of PJSC "Inter RAO".